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RECORDATION NO. 14241-18 Filed 1425

APR 27 1984 - 11 20 AM

WRITER'S DIRECT DIAL NUMBER

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April 26, 1984 INTERSTATE COMMERCE COMMISSION

HAND DELIVER

Interstate Commerce Commission
Constitution Avenue and 12th Street, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee,
Office of the Secretary
Public Records Section, Room 2303

Dear Ms. Lee:

Enclosed for filing in your office are one (1) originally executed copy and one (1) notarized photocopy of an Amendment to Conditional Sale Agreement, dated as of November 18, 1983 between General Motors Corporation (Electro-Motive Division) and The Connecticut Bank and Trust Company, National Association, as Trustee under a Trust Agreement and this firm's check in the amount not to exceed \$50.00 to cover your office's filing fee therefor. The addresses of the parties to the agreement are as follows:

General Motors Corporation (Electro-Motive
Division)
LaGrange, Illinois 60525

The Connecticut Bank and Trust Company,
National Association
1 Constitution Plaza
Hartford, Connecticut 06115

The filing in question pertains to the sale on a conditional sale basis of forty (40) Model SD50 diesel-electric locomotives by General Motors Corporation to The Connecticut Bank and Trust Company, National Association.

REVIN L. SCOTT
—
O'Connor

PEPPER, HAMILTON & SCHEETZ

Interstate Commerce Commission

Page Two

April 26, 1984

Please provide the representative of this office who is delivering this package to you with a filing receipt of some sort for the documents described in the above.

Thanking you in advance for your attention to this matter,
I am

Sincerely,

A handwritten signature in cursive script, appearing to read "Carol G. Sincox".

Carol G. Sincox
Legal Assistant

CGS/im
Enclosures

RECORDATION NO. 14241-2 Filed 1425

APR 27 1984 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

AFFIDAVIT

Commonwealth of Pennsylvania :
County of Philadelphia : SS.
:

The undersigned, being duly sworn according to law,
deposes and states as follows:

1. That I am counsel for Consolidated Rail Corporation,
a Pennsylvania corporation ("Conrail");

2. That Conrail is the lessee of the railroad equipment
to which the attached copy of an Amendment dated as of April 25,
1984 to Conditional Sale Agreement dated as of November 18, 1983
between General Motors Corporation (Electro-Motive Division) and
The Connecticut Bank and Trust Company, National Association, as
Trustee under a Trust Agreement (the "Amendment to Conditional
Sale Agreement") pertains;

3. That the attached copy of the Amendment to
Conditional Sale Agreement is a true and correct copy of the
original Amendment to Conditional Sale Agreement which I have in
my possession.

IN WITNESS WHEREOF, I have set my hand and seal this
26th day of April, 1984.

Sworn to and subscribed
before me this 26th day of
April, 1984.

Defonse J. DiGregorio

Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires September 24, 1984

John F. Fansmith, Jr.
John F. Fansmith, Jr.

RECORDATION NO. 10241-2
FILED 1984

APR 27 1984 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

Dated as of April 25, 1984

to

CONDITIONAL SALE AGREEMENT

Dated as of November 18, 1983

between

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

and

THE CONNECTICUT BANK and TRUST COMPANY, National Association,
as Trustee Under a Trust Agreement

Filed with the Interstate Commerce Commission pursuant
to 49 U.S.C. § 11303 on _____, 1984 at
_____, recordation number _____, and deposited
in the Office of the Registrar General of Canada pursuant to
Section 86 of the Railway Act of Canada on
_____, 1984 at _____.

THIS AMENDMENT (the "Amendment") dated as of April 25, 1984 to Conditional Sale Agreement (the "CSA") dated as of November 18, 1983, between General Motors Corporation (Electro-Motive Division) and The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as Trustee, except as therein otherwise specifically provided, under a Trust Agreement dated November 18, 1983, and as amended as of the date hereof.

WHEREAS, the parties hereto desire to amend the CSA to provide for the change in the Purchase Price per unit of the Equipment (as such terms are defined in the CSA) under the CSA;

NOW, THEREFORE, the parties hereto agree as follows:

1. Notice. Article 20 of the CSA is changed to replace the first five lines of said Article 20 by the following:

"Any notice required or permitted to be given by either party hereto to the other shall be deemed to have been received by the addressee on the date of transmission, if by telex, or on the date of actual receipt, if by mail or by hand, if addressed as follows:".

2. Annex B. Annex B to the CSA is replaced in its entirety by a new Annex B to the CSA, in the form of Exhibit A hereto.

3. Miscellaneous. Except as specifically provided herein, the CSA remains in full force and effect and unmodified hereby.

IN WITNESS WHEREOF, the parties have duly executed this Amendment as of the date and year first above written.

[Corporate Seal]

Attest:

By Margaret B. Devlin

[Corporate Seal]

Attest:

By [Signature]

General Motors Corporation
(Electro-Motive Division)

By [Signature]

Henry D. Edelman
Attorney-In-Fact
The Connecticut Bank and Trust
Company, National Association,
not individually but solely as
Trustee

By [Signature]

F. W. Kawam, Vice President

Annex B

to

Conditional Sale Agreement

<u>Builder</u>	<u>Type</u>	<u>Builder's Specifications</u>	<u>Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Both Inclusive)</u>	<u>Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
General Motors Corporation (Electro-Motive Division)	SD50	as per Purchase Agreement dated November 18, 1983 between Consolidated Rail Corporation (the "Buyer") and General Motors Corporation (Electro- Motive Division) (the "Seller")	La Grange Illinois	40	CR6740-6779	\$1,031,320 (per unit)	prior to July 1, 1984 FOB McCook, Illinois